UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF CALIFORNIA

In re:	Carter's Grove, LLC	Case No. CHAPTER 11 MONTHLY OPERATING RE	11-30554 (TEC)	
	SUMMARY OF	FINANCIAL STATUS		
	MONTH ENDED: 06/30/11	PETITION DATE:	02/14/11	
1.	Debtor in possession hereby submits this Monthly Operating Report on the	Accrual Basis of accounting.		
	Dollars reported in <u>\$1</u>	T 1 40		
2.	Asset and Liability Structure a. Current Assets	End of Current Month \$1,953	End of Prior Month \$2,910	As of Petition <u>Filing</u>
	b. Total Assets c. Current Liabilities d. Total Liabilities	\$15,958,371 \$43,152 \$12,533,628	\$21,159,328 \$11,589 \$12,502,065	\$21,156,418 \$12,490,476
3.	Statement of Cash Receipts & Disbursements for Month a. Total Receipts b. Total Disbursements c. Excess (Deficiency) of Receipts Over Disbursements (a - b) d. Cash Balance Beginning of Month e. Cash Balance End of Month (c + d)	Current Month \$12,259 \$11,792 \$468 \$1,486 \$1,953	Prior Month \$38,393 \$39,818 (\$1,425) \$2,910 \$1,486	Cumulative (Case to Date) \$101,952 \$100,000 \$1,953 \$0 \$1,953 Cumulative
4. 5. 6. 7.	Profit/(Loss) from the Statement of Operations Account Receivables (Pre and Post Petition) Post-Petition Liabilities Past Due Post-Petition Account Payables (over 30 days)	Current Month N/A \$0 \$43,152 \$14,713	Prior Month N/A \$0 \$11,589 \$8,421	(Case to Date) N/A
At the	e end of this reporting month: Have any payments been made on pre-petition debt, other than payments in course to secured creditors or lessors? (if yes, attach listing including date of the course to secure of the course of		<u>Yes</u>	No X
9.	payment, amount of payment and name of payee) Have any payments been made to professionals? (if yes, attach listing inclupayment, amount of payment and name of payee)	ading date of		X
10. 11.	If the answer is yes to 8 or 9, were all such payments approved by the court Have any payments been made to officers, insiders, shareholders, relatives? attach listing including date of payment, amount and reason for payment, a Is the estate insured for replacement cost of assets and for general liability?	(if yes,		X X
13. 14.	Are a plan and disclosure statement on file? Was there any post-petition borrowing during this reporting period?		X	X
15.		e not paid current or if post-petition	; Check if filing is current for:	
	are under penalty of perjury I have reviewed the above summary and attache /e these documents are correct.	d financial statements, and after ma	king reasonable inquiry	
Date:	07/20/11	Responsible Individual		

33801-002\DCCS_SF:76340v2 Revised 3/15/99

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BALANCE SHEET For the Month Ended 06/30/11

	Assets	Check if Exemption Claimed on Schedule C	<u>Market Value</u>
	Current Assets		
1	Cash and cash equivalents (including bank accts., CDs, ets.)		\$1,953
2	Accounts receivable (net) Retainer(s) paid to professionals		\$0 \$0
4			\$0
5	Other:		ΨΟ
	Total Comment Agents		\$1.052
6	Total Current Assets		\$1,953
	Long Term Assets (Market Value)		
7	Real Property (residential)		\$21,000,000
8	Real property (rental or commercial)		¢140.010
9	Furniture, Fixtures, and Equipment		\$149,918
10	Vehicles		\$6,500
11	Partnership interests		\$0
12 13	Interest in corportations Stocks and bonds		\$0 \$0
13			\$0
15	Interests in IRA, Keogh, other retirement plans		\$0
16	Other:		\$0
17	Total Long Term Assets		\$21,156,418
18	Total Assets		\$21,158,371
	Liabilities		
	Post-Petition Liabilities		
	Current Liebilities		
19	Current Liabilities		¢20.420
20	Post-petition not delinquent (under 30 days) Post-petition delinquent other than taxes (over 30 days)		\$28,438 \$14,713
21	Post-petition delinquent taxes Post-petition delinquent taxes		\$14,713
22	Accrued professional fees		\$0
23			\$0
24	Other:		ΨΟ
25	Total Current Liabilities		\$43,152
26	Long-Term Post Petition Debt		
27	Total Post-Petition Liabilities		\$43,152
	Pre-Petition Liabilities (allowed amount)		
28	Secured claims (residence)		\$12,422,064
29	Secured claims (residence)		Ψ12,122,001
30	Priority unsecured claims		\$14,992
31	General unsecured claims		\$53,420
32	Total Pre-Petition Liabilities		\$12,400,476
32	Total Fre-Feution Liabilities		\$12,490,476
33	Total Liabilities		\$12,533,628
	Equity (Deficit)		
34	Total Equity (Deficit)		\$8,624,743
35	Total Liabilities and Equity (Deficit)		\$21,158,371
	NOTE: The value of the real property is based off an appraisal dated 10/19/2009. The appraisal dated 10/19/2009.	sal uses both the "Cost Annroach"	and "Comparable Sales

The value of the real property is based off an appraisal dated 10/19/2009. The appraisal uses both the "Cost Approach" and "Comparable Sales Approach." The value of the equipment is based on the purchase price in 12/07 and subject to depreciation since the date of purchase.

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SCHEDULES TO THE BALANCE SHEET

Schedule A Rental Income Information

<u>List the Rental Information Requested Below By Properties (For Rental Properties Only)</u>

1	Description of Property	Property 1	Property 2	Property 3
2 3 4 5	Scheduled Gross Rents Less: Vacancy Factor Free Rent Incentives Other Adjustments			
6	Total Deductions	\$0	\$0	\$0_
7	Scheduled Net Rents	\$0	\$0	\$0
8	Less: Rents Receivable (2)			
9	Scheduled Net Rents Collected (2)	\$0	\$0	\$0

⁽²⁾ To be completed by cash basis reporters only.

Schedule B Recapitulation of Funds Held at End of Month

10	Bank	Account 1	Account 2	Account 3
11 12	Account No. Account Purpose			
13	Balance, End of Month			
14	Total Funds on Hand for all Accounts	\$0		

Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report.

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STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS

Increase/(Decrease) in Cash and Cash Equivalents

For the Month Ended 06/30/11

		Actual <u>Current Month</u>	Cumulative (Case to Date)
	Cash Receipts		
1	Rent/Leases Collected	\$0	\$0
2	Cash Received from Sales	\$0	\$0
3	Interest Received	\$0	\$0
4	Borrowings	\$0	\$0
5	Funds from Shareholders, Partners, or Other Insiders	\$0	\$0
6	Capital Contributions	\$12,259	\$101,952
7			
8			
9			
10			
11			
12	Total Cash Receipts	\$12,259	\$101,952
	Cash Disbursements		
13	Selling	\$0	\$0
14	Administrative	\$174	\$59,425
15	Capital Expenditures	\$0	\$0
16	Principal Payments on Debt	\$0	\$0
17	Interest Paid	\$0	\$0
	Rent/Lease:		
18	Personal Property	\$0	\$0
19	Real Property	\$0	\$0
	Amount Paid to Owner(s)/Officer(s)		
20	Salaries	\$0	\$0
21	Draws	\$0	\$0
22	Commissions/Royalties	\$0	\$0
23	Expense Reimbursements	\$0	\$0
24	Other	\$0	\$0
25	Salaries/Commissions (less employee withholding)	\$8,907	\$31,097
26	Management Fees	\$0	\$0
20	Taxes:		ΨΟ
27	Employee Withholding	\$2,711	\$9,477
28	Employee Withholding Employer Payroll Taxes	\$0	\$0
29	Real Property Taxes		\$0
	Other Taxes	<u> </u>	\$0
30			
31	Other Cash Outflows:	\$0	\$0
32 33			
34			
54			
35 36			
37	Total Cash Disbursements:	\$11,792	\$100,000
38	Net Increase (Decrease) in Cash	\$468	\$1,953
39	Cash Balance, Beginning of Period	\$1,486	
40	Cash Balance, End of Period	\$1,953	\$1,953

Expanded Business Checking

Account number: 3482 ■ June 1, 2011 - June 30, 2011 ■ Page 1 of 4



CARTER'S GROVE LLC DEBTOR-IN-POSSESSION GENERAL OPERATIONS ACCOUNT 3810 WASHINGTON ST SAN FRANCISCO CA 94118-1650

Questions?

Available by phone 24 hours a day, 7 days a week: 1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833 En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (114)

P.O. Box 6995

Portland, OR 97228-6995

Your Business and Wells Fargo

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Account options

A check mark in the box indicates you have these convenient services with your account. Go to wellsfargo.com/biz or call the number above if you have questions or if you would like to add new services.

Business Online Banking	
Rewards for Business Check Card	
Online Statements	
Business Bill Pay	
Business Spending Report	
Overdraft Protection	



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Do you need to order business checks? Here are 3 easy ways to order:

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- 2) Call Harland Clarke at 1-800-237-8982 (Monday-Friday 5am-9pm PST, Saturday 5am-4pm PST)
- 3) Contact your banker

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Activity summary	
Beginning balance on 6/1	\$946.75
Deposits/Credits	12,259.09
Withdrawals/Debits	- 12,040.00
Beginning balance on 6/1 Deposits/Credits	\$1,165.84
Average ledger balance this period	\$1,529.41

Account number: 3482

CARTER'S GROVE LLC DEBTOR-IN-POSSESSION GENERAL OPERATIONS ACCOUNT

California account terms and conditions apply

For Direct Deposit and Automatic Payments use Routing Number (RTN): 121042882

For Wire Transfers use

Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed at the top of your statement or visit your Wells Fargo branch.

Transaction history

	Check		Deposits/	Withdrawals/	Ending daily
Date	Number	Description	Credits	Debits	balance
6/9		Deposit	259.09		1,205.84
6/13		WT Fed#05791 Jpmorgan Chase Ban /Org=William J Childress, Jr,	6,000.00		
		Trustee Srf# 1350700164Es Trn#110613067829 Rfb# Poh of			
		11/06/13			
6/13		Wire Trans Svc Charge - Sequence: 110613067829 Srf#		10.00	7,195.84
		1350700164Es Trn#110613067829 Rfb# Poh of 11/06/13			
6/14		Online Transfer Ref #lbefwxmy4P to Expanded Business		6,000.00	1,195.84
		Checking xxxxxx3474 on 06/14/11			
6/27		WT Fed#05405 Jpmorgan Chase Ban /Org=William J Childress, Jr,	6,000.00		
		Trustee Srf# 1372700178Es Trn#110627076245 Rfb# Poh of			
		11/06/27			
6/27		Wire Trans Svc Charge - Sequence: 110627076245 Srf#		10.00	7,185.84
		1372700178Es Trn#110627076245 Rfb# Poh of 11/06/27			
6/28		Online Transfer Ref #lbejt3Mpgs to Expanded Business Checking		6,000.00	1,185.84
		xxxxxx3474 on 06/28/11			
6/30		Monthly Service Fee		20.00	1,165.84
Ending bal	lance on 6/30		·		1,165.84
Totals		<u> </u>	\$12,259.09	\$12,040.00	

The Ending Daily Balance does not reflect any pending withdrawals or holds on deposited funds that may have been outstanding on your account when your transactions posted. If you had insufficient available funds when a transaction posted, fees may have been assessed.

Account transaction fees summary

		Units	Excess	Service charge per	Total service
Service charge description	Units used	included	units	excess units (\$)	charge (\$)
Paid and Deposited Items	1	300	0	0.50	0.00
Total service charges					\$0.00

Looking for ways to cut costs? Direct Pay, through Wells Fargo Business Online, lets you make secure electronic payments. Paying employees and contractors by direct deposit helps save on labor - it's easy for you and convenient for them. You can also use Direct Pay to pay vendors as fast as the next business day. Learn more at wellsfargo.com/biz/directpay.

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MPORTANT ACCOUNT INFORMATION

Save time with Online Bill Pay

Save time, avoid late fees, and save on postage costs. Be at ease knowing your payments get there fast-with over 90% of our top payees able to receive payments in 2 days or less. You can even make same day payments to Wells Fargo credit accounts, and to other select merchants. Pay your bills efficiently with Wells Fargo Bill Pay-backed by our Payment Guarantee. We guarantee your payments will be paid as scheduled, on time, every time. Go to wellsfargo.com or wellsfargo.com/biz to sign up or sign on today.

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Total amount \$

General statement policies for Wells Fargo Bank

■ **Notice:** Wells Fargo Bank, N.A. may furnish information about accounts belonging to individuals, including sole proprietorships, to consumer reporting agencies. If this applies to you, you have the right to dispute the accuracy of information that we have reported by writing to us at: Overdraft Collections and Recovery, P.O. Box 5058, Portland, OR 97208-5058.

You must describe the specific information that is inaccurate or in dispute and the basis for any dispute with supporting documentation. In the case of information that relates to an identity theft, you will need to provide us with an identity theft report.

Account Balance Calculation Worksheet	Number	Items Outstanding	Amount
Use the following worksheet to calculate your overall account balance.			
2. Go through your register and mark each check, withdrawal, ATM			
transaction, payment, deposit or other credit listed on your statement.			
Be sure that your register shows any interest paid into your account and			
any service charges, automatic payments or ATM transactions withdrawn from your account during this statement period.			
Use the chart to the right to list any deposits, transfers to your account,			
outstanding checks, ATM withdrawals, ATM payments or any other			
withdrawals (including any from previous months) which are listed in			
your register but not shown on your statement.			
ENTER			
A. The ending balance			
shown on your statement			
·	_		
ADD			
3. Any deposits listed in your \$	_		
register or transfers into \$	_		
register or transfers into \$ your account which are not \$ shown on your statement. + \$	_		
shown on your statement. + \$	-		
TOTAL \$	_		
CALCULATE THE SUBTOTAL			
(Add Parts A and B)			
,			
TOTAL \$	_		
SUBTRACT			
C. The total outstanding checks and			
withdrawals from the chart above			
DALOUE ATE THE ENDING DALANCE			
CALCULATE THE ENDING BALANCE			
(Part A + Part B - Part C) This amount should be the same			
as the current balance shown in	¬		

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Expanded Business Checking

Account number: June 1, 2011 - June 30, 2011 ■ Page 1 of 4



CARTER'S GROVE LLC DEBTOR-IN-POSSESSION PAYROLL ACCOUNT 3810 WASHINGTON ST SAN FRANCISCO CA 94118-1650

Questions?

Available by phone 24 hours a day, 7 days a week: 1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833 En español: 1-877-337-7454

Online: wellsfargo.com/biz

Write: Wells Fargo Bank, N.A. (114)

P.O. Box 6995

Portland, OR 97228-6995

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Account options

A check mark in the box indicates you have these convenient services with your account. Go to wellsfargo.com/biz or call the number above if you have questions or if you would like to add new services.

Business Online Banking	1
Rewards for Business Check Card	
Online Statements	
Business Bill Pay	1
Business Spending Report	1
Overdraft Protection	Г



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Do you need to order business checks? Here are 3 easy ways to order:

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- 2) Call Harland Clarke at 1-800-237-8982 (Monday-Friday 5am-9pm PST, Saturday 5am-4pm PST)
- 3) Contact your banker

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Activity summary

Beginning balance on 6/1 \$380.44 Deposits/Credits 12,000.00 Withdrawals/Debits - 11,731.57 Ending balance on 6/30 \$648.87

Average ledger balance this period \$1,022.84 Account number: 3474

CARTER'S GROVE LLC DEBTOR-IN-POSSESSION PAYROLL ACCOUNT

California account terms and conditions apply

For Direct Deposit and Automatic Payments use

Routing Number (RTN): 121042882

For Wire Transfers use

Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed at the top of your statement or visit your Wells Fargo branch.

Transaction history

Totals			\$12,000.00	\$11,731.57	
Ending bala	nce on 6/30				648.87
6/30		Monthly Service Fee		20.00	648.87
6/30		Paychex Tps Taxes 062911 40688300003527x Carters Grove LLC		1,355.33	
6/30		Paychex Payroll 40686600001595x Carters Grove LLC		4,453.28	
		Checking xxxxxx3482 on 06/28/11			
6/28		Online Transfer Ref #Ibejt3Mpgs From Expanded Business	6,000.00		6,477.48
6/15		Paychex Tps Taxes 061411 40480400002463x Carters Grove LLC		1,355.33	477.48
6/15		Paychex Payroll 40477900001256x Carters Grove LLC		4,453.28	
		Checking xxxxxx3482 on 06/14/11			
6/14		Online Transfer Ref #lbefwxmy4P From Expanded Business	6,000.00		6,286.09
6/10		Paychex Eib Invoice 110610 x40266000015422 Carters Grove LLC		94.35	286.09
Date	Number	Description	Credits	Debits	balance
	Check		Deposits/	Withdrawals/	Ending daily

The Ending Daily Balance does not reflect any pending withdrawals or holds on deposited funds that may have been outstanding on your account when your transactions posted. If you had insufficient available funds when a transaction posted, fees may have been assessed.

Account transaction fees summary

		Units	Excess	Service charge per	Total service
Service charge description	Units used	included	units	excess units (\$)	charge (\$)
Paid and Deposited Items	5	300	0	0.50	0.00
Total service charges					\$0.00

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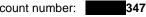
MINIOR IMPORTANT ACCOUNT INFORMATION

Save time with Online Bill Pay

Save time, avoid late fees, and save on postage costs. Be at ease knowing your payments get there fast-with over 90% of our top payees able to receive payments in 2 days or less. You can even make same day payments to Wells Fargo credit accounts, and to other select merchants. Pay your bills efficiently with Wells Fargo Bill Pay-backed by our Payment Guarantee. We guarantee your payments will be paid as scheduled, on time, every time. Go to wellsfargo.com or wellsfargo.com/biz to sign up or sign on today.

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Sheet Seg = 0075000





Total amount \$

General statement policies for Wells Fargo Bank

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You must describe the specific information that is inaccurate or in dispute and the basis for any dispute with supporting documentation. In the case of information that relates to an identity theft, you will need to provide us with an identity theft report.

Account Balance Calculation Worksheet	Number	Items Outstanding	Amount
Use the following worksheet to calculate your overall account balance.			
2. Go through your register and mark each check, withdrawal, ATM			
transaction, payment, deposit or other credit listed on your statement.			
Be sure that your register shows any interest paid into your account and			
any service charges, automatic payments or ATM transactions withdrawn from your account during this statement period.			
Use the chart to the right to list any deposits, transfers to your account,			
outstanding checks, ATM withdrawals, ATM payments or any other			
withdrawals (including any from previous months) which are listed in			
your register but not shown on your statement.			
ENTER			
A. The ending balance			
shown on your statement \$			
·			
ADD			
B. Any deposits listed in your \$			
register or transfers into your account which are not shown as your statement			
shown on your statement. + \$			
TOTAL \$			
CALCULATE THE SUBTOTAL			
(Add Parts A and B)			

SUBTRACT			
C. The total outstanding checks and			
withdrawals from the chart above			
CALCULATE THE ENDING BALANCE			

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(Part A + Part B - Part C) This amount should be the same as the current balance shown in

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Expanded Business Checking

Account number: ■ 5576 ■ June 1, 2011 - June 30, 2011 ■ Page 1 of 3



CARTER'S GROVE LLC **DEBTOR-IN-POSSESSION** TAX ACCOUNT 3810 WASHINGTON ST SAN FRANCISCO CA 94118-1650

Questions?

Available by phone 24 hours a day, 7 days a week: 1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833 En español: 1-877-337-7454

Online: wellsfargo.com/biz

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Portland, OR 97228-6995

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Business Online Banking	
Rewards for Business Check Card	
Online Statements	
Business Bill Pay	
Business Spending Report	
Overdraft Protection	



MINIOR ACCOUNT INFORMATION

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Sheet Seg = 0053447





Activity summary	
Beginning balance on 6/1	\$158.03
Deposits/Credits	0.00
Withdrawals/Debits	- 20.00
Ending balance on 6/30	\$138.03
Average ledger balance this period	\$158.03

Account number: 75576

CARTER'S GROVE LLC DEBTOR-IN-POSSESSION TAX ACCOUNT

California account terms and conditions apply

For Direct Deposit and Automatic Payments use

Routing Number (RTN): 121042882

For Wire Transfers use

Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed at the top of your statement or visit your Wells Fargo branch.

Transaction history

	Check		Deposits/	Withdrawals/	Ending daily
Date	Number	Description	Credits	Debits	balance
6/30		Monthly Service Fee		20.00	138.03
Ending ba	Ending balance on 6/30				138.03
Totals			\$0.00	\$20.00	

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Looking for ways to cut costs? Direct Pay, through Wells Fargo Business Online, lets you make secure electronic payments. Paying employees and contractors by direct deposit helps save on labor - it's easy for you and convenient for them. You can also use Direct Pay to pay vendors as fast as the next business day. Learn more at wellsfargo.com/biz/directpay.



Save time with Online Bill Pay

Save time, avoid late fees, and save on postage costs. Be at ease knowing your payments get there fast-with over 90% of our top payees able to receive payments in 2 days or less. You can even make same day payments to Wells Fargo credit accounts, and to other select merchants. Pay your bills efficiently with Wells Fargo Bill Pay-backed by our Payment Guarantee. We guarantee your payments will be paid as scheduled, on time, every time. Go to wellsfargo.com or wellsfargo.com/biz to sign up or sign on today.

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Amount

General statement policies for Wells Fargo Bank

Account Balance Calculation Worksheet

■ Notice: Wells Fargo Bank, N.A. may furnish information about accounts belonging to individuals, including sole proprietorships, to consumer reporting agencies. If this applies to you, you have the right to dispute the accuracy of information that we have reported by writing to us at: Overdraft Collections and Recovery, P.O. Box 5058, Portland, OR 97208-5058.

1. Use the following worksheet to calculate your overall account balance.

You must describe the specific information that is inaccurate or in dispute and the basis for any dispute with supporting documentation. In the case of information that relates to an identity theft, you will need to provide us with an identity theft report.

Items Outstanding

		<u>'</u>	
2.	Go through your register and mark each check, withdrawal, ATM transaction, payment, deposit or other credit listed on your statement. Be sure that your register shows any interest paid into your account and any service charges, automatic payments or ATM transactions withdrawn from your account during this statement period.		
3.	Use the chart to the right to list any deposits, transfers to your account, outstanding checks, ATM withdrawals, ATM payments or any other		
	withdrawals (including any from previous months) which are listed in		
you	your register but not shown on your statement.		
ΕN	ITER		
Α.	The ending balance		
	shown on your statement \$		
Αľ	OD O		
В.	Any deposits listed in your \$		
	register or transfers into \$		
	your account which are not \$		
	shown on your statement		

Number

CALCULATE THE ENDING BALANCE (Part A + Part B - Part C) This amount should be the same as the current balance shown in

CALCULATE THE SUBTOTAL (Add Parts A and B)

C. The total outstanding checks and

SUBTRACT

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•	

Total amount \$

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